

**** § 362 INFORMATION SHEET ****

DEBTOR: William A. Gayler

BANKRUPTCY NO. 09-31603-MKN

MOVANT:

CHAPTER 7

65% of the Owners of Sunset V, LLC

PROPERTY INVOLVED IN THIS MOTION: Manager of Sunset V, LLC**Certification of Attempt to Resolve the Matter Without Court Action**


Moving counsel hereby certifies that pursuant to the requirements of LR 4001(a)(3), an attempt has been made to resolve the matter without court action, but movant has been unable to do so.

Date: _____

Signature: _____

PHILLIP S. AURBACH, ESQ.

NOTICE SERVED ON: Debtor(s): ☐ Debtor(s) counsel: ☒ Trustee: ☒
4/8/11

MOVING PARTY'S CONTENTIONS:	DEBTOR'S CONTENTIONS
The EXTENT and PRIORITY OF LIENS:	The EXTENT and PRIORITY OF LIENS:
1 st n/a	1 st
2 nd	2 nd
3 rd	3 rd
4 th	4 th
Other	Other
Total Encumbrances: 0	Total Encumbrances:
APPRAISAL or OPINION as to VALUE: n/a	APPRAISAL or OPINION as to VALUE:
TERMS OF MOVANT'S CONTRACT with the DEBTOR(S):	DEBTOR'S OFFER OF "ADEQUATE PROTECTION" for MOVANT:
Amount of Note:	
Interest Rate:	
Duration:	
Payment per Month:	
Date of Default:	
Amount of Arrears:	
Date of Notice of Default:	
SPECIAL CIRCUMSTANCES Motion seeks to remove Debtor as manager of Sunset V, LLC	SPECIAL CIRCUMSTANCES:
SUBMITTED BY: Phillip S. Aurbach, Esq.	SUBMITTED BY:
SIGNATURE 	SIGNATURE

E-Filed: 4-13-11

Marquis Aurbach Coffing
PHILLIP S. AURBACH, ESQ.

Nevada Bar No. 1501

David A. Colvin, Esq.

Nevada Bar No. 4096

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Las Vegas, Nevada 89145

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dcolvin@maclaw.com

(702) 382-0711

Attorney(s) for 65% of the Owners of Sunset V, LLC

UNITED STATES BANKRUPTCY COURT

FOR THE DISTRICT OF NEVADA

In Re:

WILLIAM A. GAYLER

Case No: 09-31603-MKN

Chapter: 7

Hearing Date: May 18, 2011

Hearing Time: 1:30 p.m.

Debtor.

**MOTION FOR ORDER CONFIRMING AUTOMATIC STAY DOES NOT APPLY,
ALTERNATIVELY; MOTION FOR RELIEF FROM STAY**

Sixty-five percent (65%) of the Owners of Sunset V, LLC, Cynthia E. Brown as to 10%, William Godfrey as to 5%, Richard Plaut as to 10%, Phillip Aurbach as to 20%, and John O'Brien as to 20% (collectively "the Owners"), by and through their counsel, Phillip S. Aurbach, Esq. of the law firm of Marquis Aurbach Coffing, hereby moves this Court for an Order determining the automatic stay does not apply pursuant to 11 U.S.C. § 362(j) or alternatively, terminating the automatic stay pursuant to 11 U.S.C. § 362(d).

This Motion is made pursuant to 11 U.S.C. § 362(d) and (j), Bankruptcy Rule 4001(a) and 9014, and based upon the Points and Authorities, the Declaration of Phillip S. Aurbach in support hereof (the "Aurbach Declaration") filed herewith and upon all of the records and pleadings on file herein.

///

MEMORANDUM OF POINTS & AUTHORITIES

I. INTRODUCTION

Sunset V is a Nevada Limited Liability Company. The Debtor, William Gayler or his LP, TGF Holding, LP as of the petition file date was the managing partner of Sunset V, LLC. Pursuant to the agreement governing Sunset V, LLC, 65% of the Owners of Sunset V have voted to select a new managing partner. The Owners have voted that Mark A. Schnippel be manager of Sunset V, LLC.

As such, the Owners seek an Order of this Court confirming that the Debtor's voting interest in Sunset V, LLC is not property of the estate pursuant to 11 U.S.C. § 541(b) and therefore the automatic stay does not apply pursuant to 11 U.S.C. § 362(j). Alternatively, the Owners seek to terminate the stay to allow the Owners to remove the Debtor or his LP, TGF Holding, LP as manager of Sunset V, LLC pursuant to 11 U.S.C. § 362(d).

II. STATEMENT OF FACTS

1. On November 16, 2009, John D. O'Brien, The Pius Reiger FLP and Addison Glass, Inc. (the "Petitioning Creditors") filed an Involuntary Bankruptcy Petition in accordance with Chapter 7 of the Bankruptcy Act against William A. Gayler ("Debtor" or "Gayler") in the United States Bankruptcy Court, District of Nevada under Case No. 09-31603-MKN against Debtor. See Court Docket #1.

2. On March 29, 2010, the Bankruptcy Court entered an Order mandating that relief under Chapter 7 of the Bankruptcy Code was granted against Gayler. See Docket #85, Order for Relief In Involuntary Case.

3. Prior to the bankruptcy, Gayler held membership interests (individually and through various entities owned, managed and controlled by Gayler) in a number of LLCs in which Gayler was also designated as the Managing Member. These LLCs include, but are not limited to, the following: (1) Sunset V, LLC ("Sunset V"); (2) Maya I-215, LLC; (3) Screaming Eagle, LLC; (4) DA 1147, LLC; (5) Screaming Eagle II, LLC; (6) CH Angelus, LLC ("Angelus I"); (7) CH Angelus II, LLC ("Angelus II"); (8) CH Groth, LLC; and (9) CH Pichon, LLC.

4. Sunset V is an Active Limited Liability Company registered with the Nevada

1 Secretary of State. William Gayler was elected manager when Sunset V, LLC was formed. TGF
 2 Holding was never elected manager of Sunset V, LLC. Mr. Gayler changed the manager on the
 3 Secretary of State's records by changing the list filed with the Secretary of State. In any event,
 4 TGF Holding has been revoked and 65% of the Owners of Sunset V, LLC want Mark Schnippel
 5 to manage Sunset V, LLC. The Debtor, William Gayler, or his LP, TGF Holding, LP is the listed
 6 managing member of Sunset V, LLC. See Exhibit "1," Sunset V Entity Details, Nevada
 7 Secretary of State.

8 5. TGF Holding Limited Partnership is a Revoked Limited Partnership registered
 9 with the Nevada Secretary of State. Its general partner is Morpheus Enterprises, LLC. See
 10 Exhibit "2," TGF Holding Entity Details, Nevada Secretary of State.

11 6. Morpheus Enterprises, LLC is a Revoked Nevada Limited Liability Company
 12 registered with the Nevada Secretary of State. Its manager is William A. Gayler. See Exhibit
 13 "3," Morpheus Enterprises Entity Details, Nevada Secretary of State.

14 7. Section 9 of the Members' Agreement of Sunset V, LLC provides that a majority
 15 vote of members of Sunset V controls investment and operation policy.

16
 17 **9. SALE AND PURCHASES OF PROPERTIES:** Investment and operation policies, and the determination
 18 of whether to purchase or sell property, shall be by a vote of the majority in interest of the Partnership.
 All properties shall be purchased or sold in the name of the Partnership, escrow and financing
 documentation shall be executed by William A. Gayler or such person or persons as designated by the
 majority vote of the Partnership. Each Partner shall have the first right of refusal on any offer presented

19 8. Section 34 states that the Members shall appoint a new manager annually as
 20 follows:

21 **34. SELECTION OF MANAGING PARTNER:** The Partners shall annually select a Managing Partner

22
 23 9. Gayler, without a properly noticed meeting attempted to substitute TGF Holdings,
 24 one of his shell LP's as the managing member of Sunset V.

25 10. The majority of the members of Sunset V voted to appoint Mark Schnippel as the
 26 new Managing Member of Sunset V. See "Exhibit "4 – 8," Election of Manager: 2011-2012
 27 Ballots.

1
2 **III. LEGAL ARGUMENT.**

3 **A. THE RIGHT FOR THE OWNERS OF SUNSET V TO VOTE IS NOT**
4 **PROPERTY OF THE ESTATE**

5 11 U.S.C. § 541(b) Property of the estate does not include--

6 (1) any power that the debtor may exercise solely for the benefit of an entity other
than the debtor;

7 The voting rights of the Owners of Sunset V, LLC does not constitute property of the
8 estate. The Owners have voted to remove Gayler and to appoint a new managing member of
9 Sunset V. Pursuant to 11 U.S.C. § 362(j), the Owners request this Court issue an order that as a
10 result of the voting rights of the Owners not constituting property of the estate, the automatic
11 stay does not apply and the Owners are therefore free to pursue appointment of a new managing
12 member of Sunset V, LLC.

13 **B. CAUSE EXISTS TO DETERMINE THERE IS NO STAY OR TO**
14 **LIFT THE AUTOMATIC STAY PURSUANT TO 11 U.S.C. §**
15 **362(D)(1)**

16 The right to manage a multimember limited liability entity may be an asset of the
17 bankruptcy estate. If it is not an asset, this Court should enter an order that there is no violation
18 of the automatic stay by the removal of Gayler/TGF Holding, LP as manager. If it is an asset,
19 this Court should terminate the automatic stay. 11 U.S.C. § 362(d)(1) requires relief from the
20 automatic stay for cause, "including the lack of adequate protection of an interest in property[.]"
21 "Cause" has no clear definition and is determined on a case-by-case basis. Matter of Reitnauer,
22 152 F.3d 341, 343 (5th Cir. 1998). Although Sunset V has the burden of proof as the requesting
23 party, it need only prove that Debtor has no equity in the property. 11 U.S.C. § 362(g)(1). For
24 all other issues (including the burden of proof to show that the Debtor is entitled to a
25 continuation of the stay), Section 362(g)(2) places the burden of proof on the Debtor. In re 234-
26 6 West 22nd St. Corp., 214 B.R. 751, 756 (Bankr. S.D.N.Y. 1997). Here, as shown by the votes,
27 Exhibits 4-8, a majority of the members of Sunset V want Gayler removed and Schippel
28 appointed as Manager.

1 **IV. CONCLUSION**

2 Based on the foregoing, the Owners respectfully request an Order of this Court
3 confirming the automatic stay does not apply pursuant to 11 U.S.C. § 362(j). Alternatively, if it
4 is determined that the automatic stay does apply, the Owners request an Order of this Court
5 terminating the automatic stay pursuant to 11 U.S.C. § 362(d) and allowing the Owners to pursue
6 appointment of a new managing member of Sunset V, LLC. A Proposed Order is attached as
7 **Exhibit "9."**

8 Dated this 13th day of April, 2011.

MARQUIS AURBACH COFFING

10
11 By 

12 Phillip S. Aurbach, Esq.
13 Nevada Bar No. 1501
14 David A. Colvin, Esq.
15 Nevada Bar No. 4096
16 10001 Park Run Drive
17 Las Vegas, NV 89145
18 Attorney(s) for 65% of the Owners of
19 Sunset V, LLC
20
21
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MARQUIS AURBACH COFFING

10001 Park Run Drive
Las Vegas, Nevada 89145
(702) 382-0711 FAX: (702) 382-5816

EXHIBIT 1

EXHIBIT 1

EXHIBIT 1

SUNSET V, LLC

Business Entity Information

Status:	Active	File Date:	8/14/2000
Type:	Domestic Limited-Liability Company	Entity Number:	LLC7723-2000
Qualifying State:	NV	List of Officers Due:	8/31/2011
Managed By:	Managers	Expiration Date:	8/14/2020
NV Business ID:	NV20001078402	Business License Exp:	8/31/2011

Registered Agent Information

Name:	EMILEE BRUSCHKE	Address 1:	9960 W CHEYENNE STE 160
Address 2:		City:	LAS VEGAS
State:	NV	Zip Code:	89129
Phone:		Fax:	
Mailing Address 1:		Mailing Address 2:	
Mailing City:		Mailing State:	NV
Mailing Zip Code:			
Agent Type:	Commercial Registered Agent		
Status:	Active		

Financial Information

No Par Share Count:	0	Capital Amount:	\$ 0
No stock records found for this company			

Officers

☐ Include Inactive Officers

Managing Member - TGF HOLDING, LP			
Address 1:	9960 W CHEYENNE STE 160	Address 2:	
City:	LAS VEGAS	State:	NV
Zip Code:	89129	Country:	
Status:	Active	Email:	

Actions\Amendments

Action Type:	Articles of Organization		
Document Number:	LLC7723-2000-001	# of Pages:	5
File Date:	8/14/2000	Effective Date:	
(No notes for this action)			
Action Type:	Annual List		
Document Number:	LLC7723-2000-006	# of Pages:	2
File Date:	9/22/2001	Effective Date:	
(No notes for this action)			
Action Type:	Registered Agent Address Change		
Document Number:	LLC7723-2000-003	# of Pages:	2
File Date:	2/06/2002	Effective Date:	
WILLIAM A GAYLER MLS			
2625 S RAINBOW #D106 LAS VEGAS NV 89102 MLS			
Action Type:	Registered Agent Address Change		

Document Number:	LLC7723-2000-004	# of Pages:	1
File Date:	3/05/2002	Effective Date:	
WILLIAM A GAYLER KFA			
4035 SO. TENAYA WAY LAS VEGAS NV 89147 KFA			
Action Type:	Registered Agent Address Change		
Document Number:	LLC7723-2000-005	# of Pages:	1
File Date:	8/14/2002	Effective Date:	
WILLIAM A GAYLER (SEE ACCOUNTING) RXS			
2625 S RAINBOW #D106 LAS VEGAS NV 89102 RXS			
Action Type:	Annual List		
Document Number:	LLC7723-2000-007	# of Pages:	1
File Date:	8/30/2002	Effective Date:	
(No notes for this action)			
Action Type:	Annual List		
Document Number:	LLC7723-2000-008	# of Pages:	1
File Date:	10/29/2003	Effective Date:	
(No notes for this action)			
Action Type:	Annual List		
Document Number:	LLC7723-2000-002	# of Pages:	1
File Date:	8/30/2004	Effective Date:	
List of Officers for 2004 to 2005			
Action Type:	Annual List		
Document Number:	20050385907-29	# of Pages:	1
File Date:	8/24/2005	Effective Date:	
(No notes for this action)			
Action Type:	Annual List		
Document Number:	20060542638-26	# of Pages:	1
File Date:	8/23/2006	Effective Date:	
(No notes for this action)			
Action Type:	Annual List		
Document Number:	20070596727-55	# of Pages:	1
File Date:	8/28/2007	Effective Date:	
(No notes for this action)			
Action Type:	Annual List		
Document Number:	20080559356-03	# of Pages:	1
File Date:	8/21/2008	Effective Date:	
(No notes for this action)			
Action Type:	Commercial Registered Agent Resignation		
Document Number:	20090597269-69	# of Pages:	7
File Date:	7/31/2009	Effective Date:	
(No notes for this action)			
Action Type:	Annual List		
Document Number:	20090623755-29	# of Pages:	1
File Date:	8/17/2009	Effective Date:	
09-10			
Action Type:	Admin Status Change		
Document Number:	20100661340-43	# of Pages:	1
File Date:	8/30/2010	Effective Date:	9/27/2010
(No notes for this action)			
Action Type:	Annual List		
Document Number:	20100896027-15	# of Pages:	1
File Date:	8/31/2010	Effective Date:	
10-11			

EXHIBIT 2

EXHIBIT 2

EXHIBIT 2

TGF HOLDING LIMITED PARTNERSHIP

Business Entity Information

Status:	Revoked	File Date:	2/02/2005
Type:	Domestic Limited Partnership	Entity Number:	E0003862005-4
Qualifying State:	NV	List of Officers Due:	2/28/2010
Managed By:		Expiration Date:	12/31/2034
NV Business ID:	NV20051196345	Business License Exp:	

Registered Agent Information

Name:	EMILEE BRUSCHKE	Address 1:	9960 W CHEYENNE STE 160
Address 2:		City:	LAS VEGAS
State:	NV	Zip Code:	89129
Phone:		Fax:	
Mailing Address 1:		Mailing Address 2:	
Mailing City:		Mailing State:	NV
Mailing Zip Code:			
Agent Type:	Commercial Registered Agent		
Status:	Active		

Financial Information

No Par Share Count:	0	Capital Amount:	\$ 0
No stock records found for this company			

Officers

☐ Include Inactive Officers

General Partner - MORPHEUS ENTERPRISES, LLC			
Address 1:	4035 S TENAYA STE 200	Address 2:	
City:	LAS VEGAS	State:	NV
Zip Code:	89147	Country:	
Status:	Active	Email:	

Actions\Amendments

Action Type:	Certificate of Limited Partnership		
Document Number:	20050004357-06	# of Pages:	2
File Date:	2/02/2005	Effective Date:	
(No notes for this action)			
Action Type:	Initial List		
Document Number:	20050049185-64	# of Pages:	1
File Date:	2/16/2005	Effective Date:	
(No notes for this action)			
Action Type:	Annual List		
Document Number:	20060465608-27	# of Pages:	1
File Date:	7/24/2006	Effective Date:	
(No notes for this action)			
Action Type:	Annual List		
Document Number:	20060826498-45	# of Pages:	1
File Date:	12/27/2006	Effective Date:	

(No notes for this action)			
Action Type:	Annual List		
Document Number:	20080044893-98	# of Pages:	1
File Date:	1/23/2008	Effective Date:	
(No notes for this action)			
Action Type:	Annual List		
Document Number:	20090006709-83	# of Pages:	1
File Date:	1/07/2009	Effective Date:	
(No notes for this action)			
Action Type:	Registered Agent Change		
Document Number:	20090236706-25	# of Pages:	1
File Date:	3/09/2009	Effective Date:	
(No notes for this action)			
Action Type:	Amendment		
Document Number:	20090454401-69	# of Pages:	1
File Date:	5/28/2009	Effective Date:	
(No notes for this action)			
Action Type:	Commercial Registered Agent Resignation		
Document Number:	20090597269-69	# of Pages:	7
File Date:	7/31/2009	Effective Date:	
(No notes for this action)			

EXHIBIT 3

EXHIBIT 3

EXHIBIT 3

MORPHEUS ENTERPRISES, LLC

Business Entity Information

Status:	Revoked	File Date:	1/27/2005
Type:	Domestic Limited-Liability Company	Entity Number:	LLC1981-2005
Qualifying State:	NV	List of Officers Due:	1/31/2010
Managed By:	Managers	Expiration Date:	1/27/2505
NV Business ID:	NV20051035966	Business License Exp:	

Registered Agent Information

Name:	EMILEE BRUSCHKE	Address 1:	9960 W CHEYENNE STE 160
Address 2:		City:	LAS VEGAS
State:	NV	Zip Code:	89129
Phone:		Fax:	
Mailing Address 1:		Mailing Address 2:	
Mailing City:		Mailing State:	NV
Mailing Zip Code:			
Agent Type:	Commercial Registered Agent		
Status:	Active		

Financial Information

No Par Share Count:	0	Capital Amount:	\$ 0
No stock records found for this company			

Officers

☐ Include Inactive Officers

Manager - WILLIAM A GAYLER			
Address 1:	4035 S. EL CAPITAN WAY	Address 2:	
City:	LAS VEGAS	State:	NV
Zip Code:	89147	Country:	
Status:	Active	Email:	

Actions\Amendments

Action Type:	Articles of Organization		
Document Number:	LLC1981-2005-001	# of Pages:	5
File Date:	1/27/2005	Effective Date:	
(No notes for this action)			
Action Type:	Initial List		
Document Number:	20050049186-75	# of Pages:	1
File Date:	2/16/2005	Effective Date:	
(No notes for this action)			
Action Type:	Annual List		
Document Number:	20050595595-95	# of Pages:	1
File Date:	12/05/2005	Effective Date:	
(No notes for this action)			
Action Type:	Annual List		
Document Number:	20060750513-39	# of Pages:	1

File Date:	11/22/2006	Effective Date:	
(No notes for this action)			
Action Type:	Annual List		
Document Number:	20070788353-03	# of Pages:	1
File Date:	11/19/2007	Effective Date:	
(No notes for this action)			
Action Type:	Annual List		
Document Number:	20090031264-37	# of Pages:	1
File Date:	1/16/2009	Effective Date:	
(No notes for this action)			
Action Type:	Registered Agent Change		
Document Number:	20090236707-36	# of Pages:	1
File Date:	3/09/2009	Effective Date:	
(No notes for this action)			
Action Type:	Commercial Registered Agent Resignation		
Document Number:	20090597269-69	# of Pages:	7
File Date:	7/31/2009	Effective Date:	
(No notes for this action)			

EXHIBIT 4

EXHIBIT 4

EXHIBIT 4

Election of Manager: 2011-2012

Sunset V, L.L.C.

The undersigned, being Members representing 51% of Membership Interests of Sunset V, L.L.C., a Nevada limited-liability company, hereby elect Tioga Inc., Mark A. Schnippel President to serve as Manager of the Company in place of TGF Holding, LP for the year 2011-2012.

Member Name: Phillip Aurbach as to 20%

By _____

Date _____

Member Name: John O'Brien as to 20%

By _____

Date _____

Member Name: Richard Plaut as to 10%

By _____

Date _____

Member Name: William Godfrey as to 5%

By _____

Date _____

Member Name: Swecker FLP as to 10%

By _____

Date _____

Member Name: Lyle Rivera FT as to 10%

By _____

Date _____

Member Name: Byron Lebow as to 5%

By _____

Date _____

Member Name: Cynthia Brown as to 10%

By Cynthia B. Brown

Date 3-3-11

EXHIBIT 5

EXHIBIT 5

EXHIBIT 5

Feb 17 11 11:08a

BILL GODFREY

7022542220

p.2

Election of Manager: 2011-2012**Sunset V, L.L.C.**

The undersigned, being Members representing 51% of Membership Interests of
Sunset V, L.L.C., a Nevada limited-liability company, hereby elect Tioga Inc., Mark A. Schnippel
President to serve as Manager of the Company in place of TGF Holding, LP for the year 2011-2012.

Member Name: Phillip Aurbach as to 20%

By _____

Date _____

Member Name: John O'Brien as to 20%

By _____

Date _____

Member Name: Richard Plaut as to 10%

By _____

Date _____

Member Name: William Godfrey as to 5%

By William R Godfrey
Cynthia J. BrownDate 2/17/2011

Member Name: Swecker FLP as to 10%

By _____

Date _____

Member Name: Lyle Rivera FT as to 10%

By _____

Date _____

Member Name: Byron Lebow as to 5%

By _____

Date _____

Member Name: Cynthia Brown as to 10%

By _____

Date _____

EXHIBIT 6

EXHIBIT 6

EXHIBIT 6

Election of Manager: 2011-2012

Sunset V, L.L.C.

The undersigned, being Members representing 66 2/3 % of Membership Interests of Sunset V, L.L.C., a Nevada limited-liability company, hereby elect Plantations Inc., Mark A. Schnippel President to serve as Manager of the Company in place of TGF Holding, LP for the year 2011-2012.

Member Name: Phillip Aurbach as to 20%

By _____

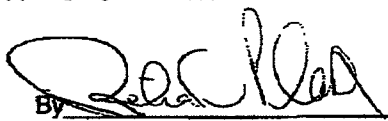
Date _____

Member Name: John O'Brien as to 20%

By _____

Date _____

Member Name: Richard Plaut as to 10%

By  _____

Date 2/8/2011

Member Name: William Godfrey as to 5%

By _____

Date _____

Member Name: Swecker FLP as to 10%

By _____

Date _____

Member Name: Lyle Rivera FT as to 10%

By _____

Date _____

Member Name: Byron Lebow as to 5%

By _____

Date _____

Member Name: Cynthia Brown as to 10%

By _____

Date _____

EXHIBIT 7

EXHIBIT 7

EXHIBIT 7

02/17/2011 12:58 FAX 7023825816

002/002

Election of Manager: 2011-2012**Sunset V, L.L.C.**

The undersigned, being Members representing 51% of Membership Interests of Sunset V, L.L.C., a Nevada limited-liability company, hereby elect Tioga Inc., Mark A. Schnippel President to serve as Manager of the Company in place of TGF Holding, LP for the year 2011-2012.

Member Name: Phillip Aurbach as to 20%

By Date February 8, 2011

Member Name: John O'Brien as to 20%

By _____

Date _____

Member Name: Richard Pleut as to 10%

By _____

Date _____

Member Name: William Godfrey as to 5%

By _____

Date _____

Member Name: Swecker FLP as to 10%

By _____

Date _____

Member Name: Lyle Rivera FT as to 10%

By _____

Date _____

Member Name: Byron Lebow as to 5%

By _____

Date _____

Member Name: Cynthia Brown as to 10%

By _____

Date _____

EXHIBIT 8

EXHIBIT 8

EXHIBIT 8

Election of Manager: 2011-2012

Sunset V, L.L.C.

The undersigned, being Members representing 51% of Membership Interests of
Sunset V, L.L.C., a Nevada limited-liability company, hereby elect Tloga Inc., Mark A. Schnippel
President to serve as Manager of the Company in place of TGF Holding, LP for the year 2011-2012.

Member Name: Phillip Aurbach as to 20%

By 

Date February 8, 2011

Member Name: John O'Brien as to 20%

By 

Date March 11, 2011

Member Name: Richard Plaut as to 10%

By _____

Date _____

Member Name: William Godfrey as to 5%

By _____

Date _____

Member Name: Swecker FLP as to 10%

By _____

Date _____

Member Name: Lyle Rivera FT as to 10%

By _____

Date _____

Member Name: Byron Lebow as to 5%

By _____

Date _____

Member Name: Cynthia Brown as to 10%

By _____

Date _____

EXHIBIT 9

EXHIBIT 9

EXHIBIT 9

MARQUIS AURBACH COFFING

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Las Vegas, Nevada 89145
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5
6
7 **Marquis Aurbach Coffing**
PHILLIP S. AURBACH, ESQ.

8 Nevada Bar No. 1501

9 David A. Colvin, Esq.

10 Nevada Bar No. 4096

11 10001 Park Run Drive

12 Las Vegas, Nevada 89145

13 paurbach@maclaw.com

14 dcolvin@maclaw.com

15 (702) 382-0711

16 Attorney(s) for 65% of the Owners of Sunset V, LLC

17 **UNITED STATES BANKRUPTCY COURT**

18 **FOR THE DISTRICT OF NEVADA**

19 In Re:

20 WILLIAM A. GAYLER

Case No: 09-31603-MKN

Chapter: 7

Hearing Date:

Hearing Time:

21 Debtor.

22 **ORDER GRANTING MOTION FOR ORDER CONFIRMING AUTOMATIC STAY**
23 **DOES NOT APPLY, ALTERNATIVELY; MOTION FOR RELIEF FROM STAY**

24 This matter having come on for hearing on the ____ day of _____, 2011, the Court
25 noting that proper notice was given on the Motion for Order Confirming Automatic Stay Does
26 Not Apply; Alternatively; Motion for Relief from Stay and based upon the papers and pleadings
27 on file herein, the Motion, the oral arguments of counsel, and good cause appearing;

28 THE COURT HEREBY ORDERS as follows:

The Motion for Order Confirming Automatic Stay Does Not Apply; Alternatively;
Motion for Relief from Stay is hereby approved.

1 IT IS FURTHER ORDERED that the automatic stay does not apply; and/or is terminated
2 and the 65% Owners of Sunset V, LLC are free to pursue appointment of a new managing
3 member of Sunset V, LLC

4 IT IS SO ORDERED.

5 Submitted By:

6 MARQUIS AURBACH COFFING

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8
9 Phillip S. Aurbach, Esq.
10 Nevada Bar No. 1501
10001 Park Run Drive
10 Las Vegas, Nevada 89145
(702) 382-0711
11 Attorney(s) for 65% of the Owners of Sunset V, LLC

12 **ALTERNATIVE METHOD RE: RULE 9021**

13 In accordance with LR 9021, counsel submitting this document certifies that the order accurately reflects the court's
14 ruling and that (check one):

15 ☐ The court has waived the requirement set forth in LR 9021(b)(1).

16 ☐ No party appeared at the hearing or filed an objection to the motion.

17 ☐ I have delivered a copy of this proposed order to all counsel who appeared at the hearing, and any unrepresented
18 parties who appeared at the hearing, and each has approved or disapproved the order or failed to respond, as
indicated below [list each party and whether the party has approved, disapproved, or failed to respond to the
document]:

19 ☒ I certify that this is a case under Chapter 7 or 13, that I have served a copy of this order with the motion
20 pursuant to LR 9014(g), and that no party has objected to the form or content of the order.

21 MARQUIS AURBACH COFFING

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24 Phillip S. Aurbach, Esq.
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10001 Park Run Drive
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